

Hearing Date: September 23, 2008, at 10:00 a.m. Eastern Time
Objection Deadline: September 16, 2008, at 4:00 p.m. Eastern Time

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**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481(RDD)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF APPLICATION UNDER 11 U.S.C. §§ 328 AND 1103 AUTHORIZING
EMPLOYMENT AND RETENTION OF MOELIS & COMPANY LLC
AS CO-INVESTMENT BANKER TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO JULY 1, 2008**

PLEASE TAKE NOTICE that on September 3, 2008, the Official Committee of Unsecured Creditors (the “Committee”) filed an Application for Order Under Sections 328 and 1003 of the Bankruptcy Code and Bankruptcy Rule 2014 Approving Retention of Moelis & Company LLC as Co-Investment Banker to the Committee *Nunc Pro Tunc* to July 1, 2008 (the “Application”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider issuance of an interim order pursuant to the Application will be held on September 23, 2008 at 10:00 a.m. (prevailing Eastern Time) (the “Hearing”) before the Honorable Robert D. Drain, United States Bankruptcy

Court for the Southern District of New York (the "Bankruptcy Code"), One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the approval of the Application on a final basis must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, (c) be filed with the Bankruptcy Court in accordance with General Order M-242, as amended (registered users of the Bankruptcy Court's case filing system must file electronically and all other parties-in-interest must file on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert Drain, United States Bankruptcy Judge, and (e) served upon (i) Moelis at 245 Park Avenue, 32nd Floor, New York, New York 10167 (Att'n: William Q. Derrough), (ii) counsel to the Committee, Latham & Watkins LLP, at 885 Third Avenue, New York, NY 10022 (Att'n Robert J. Rosenberg and Mark A. Broude), (iii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (iv) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (v) counsel to the agent under the Debtors' post-petition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (vi) counsel to the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York (Att'n Bonnie Steingart), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York 10044 (Att'n: Alicia M. Leonhard and Brian S. Masumoto), in each case so as to be

received no later than **4:00 p.m. Eastern Time on September 16, 2008** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an interim order granting the Application without further notice.

Date: New York, New York
September 3, 2008

LATHAM & WATKINS LLP

By: /s/ Robert J. Rosenberg
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